



VGP NV

Greenland – Burgemeester Etienne Demunterlaan 5, bus 4

1090 Brussel (Jette)

Company number 0887.216.042 (Register of legal entities - Brussels)

VAT BE 0887.216.042

www.vgpparks.eu

(the “**Company**”)

The shareholders are hereby invited to attend the annual shareholders’ meeting of the Company which shall take place at the offices of Linklaters LLP, Graanmarkt 2, 2000 Antwerp, on Friday 10 May 2013 at 17:00 am, with following agenda and proposed resolutions:

AGENDA AND PROPOSED RESOLUTIONS

1. Acknowledgement and discussion of the annual report of the board of directors and the report of the auditor on the annual accounts for the financial year ending 31 December 2012.
2. Acknowledgement and approval of the remuneration report for the financial year ending 31 December 2012.
Proposed resolution: *The general meeting approves the remuneration report for the financial year ending 31 December 2012.*
3. Acknowledgement and approval of the annual accounts for the financial year ending 31 December 2012 and allocation of the results.
Proposed resolution: *The general meeting approves the annual accounts for the financial year ending 31 December 2012, including the allocation of the results as proposed by the board of directors.*
4. Acknowledgment and discussion of the annual report of the board of directors and the report of the auditor on the consolidated annual accounts for the financial year ending 31 December 2012.
5. Acknowledgment of the consolidated annual accounts for the financial year ending 31 December 2012.
6. Release from liability to be granted to the directors and to the respective permanent representatives of the legal entity-directors.
Proposed resolution: *The general meeting resolves, by a separate vote, that the directors and the respective permanent representatives of the legal entity-directors be released from any liability arising from the performance of their duties during the financial year ending 31 December 2012.*
7. Release from liability to be granted to the auditor.
Proposed resolution: *The general meeting resolves that the auditor be released from any liability arising from the performance of its duties during the financial year ending 31 December 2012.*
8. Confirmation of the appointment of VM Invest NV as legal entity director in replacement of Mr Bartje Van Malderen.
Proposed resolution: *The general meeting resolves to confirm the appointment of VM Invest NV represented by its permanent representative Mr Bartje Van Malderen, as legal entity director, with effect as from 18 July 2012 and up until closing of the annual general meeting of 2013. VM Invest NV, represented by its permanent representative Mr Bartje Van Malderen, was appointed as legal entity director by a resolution of the board of directors on 18 July 2012 for the purposes of replacing Mr Bartje Van Malderen.*

- 9 Re-appointment of Jan Van Geet s.r.o. and VM Invest NV as legal entity directors of the Company, taking into account the expiry of their term of office:
Proposed resolution: *The general meeting resolves, to re-appoint:*
- *Jan Van Geet s.r.o., represented by its permanent representative Jan Van Geet as legal entity's director for a period of 4 years to end immediately after the annual shareholders' meeting to be held in 2017 and at which the decision will be taken to approve the annual accounts closed on 31 December 2016.*
 - *VM Invest NV, represented by its permanent representative Bartje Van Malderen as legal entity director for a period of 4 years to end immediately after the annual shareholders' meeting to be held in 2017 and at which the decision will be taken to approve the annual accounts closed on 31 December 2016.*
- 10 Re-appointment of the auditor of the company, in view of the end of the mandate of the auditor.
Proposed resolution: *The general meeting resolves to re-appoint Deloitte Bedrijfsrevisoren BV o.v.v.e. CVBA with office at Berkenlaan 8B, 1831 Diegem, Belgium, represented by Mr. Rik Neckebroeck, in replacement of Mr Gino Desmet, as auditor of the company for a period of 3 years to end immediately after the annual general meeting to be held in 2016 and at which the decision will be taken to approve the annual accounts closed on 31 December 2015.*
- 11 Establishing the annual compensation for the auditor of the company.
Proposed Resolution: *The annual compensation for the auditor of the company, Deloitte Bedrijfsrevisoren BV o.v.v.e. CVBA with office at Berkenlaan 8B, 1831 Diegem, Belgium, represented by Mr. Rik Neckebroeck, is set at € 57,000 (excluding out-of-pocket expenses and VAT).*

Conditions of admission to the annual shareholders' meeting

Shareholders may only participate in the annual shareholders' meeting and exercise their voting rights at this meeting if the following two conditions are satisfied:

- (i) Based on the proof submitted in accordance with the registration procedure set out below, the Company must be able to determine that at midnight (24:00) (CET) on the Record Date, 26 April 2013 (the "**Record Date**"), you owned the number of shares for which you intend to participate in the annual shareholders' meeting.
- (ii) On 4 May 2013 at the latest, you must explicitly confirm to the Company that you intend to participate in the annual shareholders' meeting.

These conditions must be satisfied in accordance with the formalities mentioned below.

1. Holders of registered shares

In accordance with article 536, §2 of the Belgian Companies Code and article 24 of the articles of association the holders of registered shares are entitled to participate in and to vote at the annual shareholders' meeting, provided that:

- their shares are recorded in their name in the register of registered shares at midnight (24:00) (CET) on the Record Date, 26 April 2013, and this irrespective of the number of shares that they own on the date of the annual shareholders' meeting; and
- they notify the Company in writing of (i) their intention to participate in the annual shareholders' meeting, and (ii) the number of securities for which they wish to participate in the annual shareholders' meeting, by means of a signed form that must be received by the Company at the Company's registered office at the latest on 4 May 2013; a model of this form is available at the Company's registered office and on the Company's website under the tab "Investors - Shareholders Meetings" (www.vgpparks.eu).

2. Holders of dematerialized shares

In accordance with article 536, §2 of the Belgian Companies Code and article 24 of the articles of association the holders of dematerialized shares are entitled to participate in and to vote at the annual shareholders' meeting, provided that:

- their shares are recorded in their name in the accounts of a recognized account holder or a settlement institution at midnight (24:00) (CET) on the Record Date, 26 April 2013, and this irrespective of the number of shares that they own on the date of the annual shareholders' meeting; and
- at the latest on 4 May 2013, they provide the Company (at the Company's registered office) with, or arrange for the Company (at the Company's registered office) to be provided with, a certificate issued by the recognized account holder or the settlement institution certifying the number of dematerialized shares recorded in the shareholder's accounts on the Record Date in respect of which the shareholder has indicated his intention to participate in the annual shareholders' meeting.

Only persons who are a shareholder of the Company on the Record Date (26 April 2013) and who have indicated, on 4 May 2013 at the latest, their intention to participate in the annual shareholders' meeting as set out above will be admitted to the shareholders' meeting. We point out to the shareholders that 4 May 2013 is a Saturday and that, as the case may be, they should make the necessary arrangements to fulfil the required formalities before, on 3 May.

The shares are not blocked as a result of the above-mentioned process. As a result, the shareholders are free to dispose of their shares after the Record Date.

Right to add agenda items and to submit proposed resolutions

In accordance with Article 533ter of the Belgian Companies Code, one or more shareholders holding jointly at least three per cent (3%) of the registered capital of the Company may request items to be added to the agenda of the shareholders' meeting and submit proposed resolutions in relation to existing agenda items or new items to be added to the agenda, provided that:

- they prove ownership of such shareholding as at the date of their request and record their shares representing such shareholding on the Record Date (i.e., on 26 April 2013); the shareholding must be proven either by a certificate evidencing the registration of the relevant shares in the register of registered shares of the Company or by a certificate issued by a recognized account holder or a settlement institution certifying the book-entry of the relevant number of dematerialized shares in the name of the relevant shareholder(s);
- the additional agenda items and/or proposed resolutions have been submitted in writing by these shareholder(s) to the board of directors at the latest on 18 April 2013.

These additional agenda items and/or proposed resolutions may be delivered to the Company by mail sent to the Company's registered office for the attention of Mr Dirk Stoop or by e-mail sent to dirk.stoop@vgpparks.eu. The Company shall confirm the receipt of the proposed requests, by e-mail or by mail to the address mentioned by the shareholder, within 48 hours as of such receipt.

As the case may be, the Company shall publish the modified agenda of the shareholders' meeting, together with the ad-hoc proxy form, completed with the additional agenda items and/or proposed resolutions on the website of the Company (www.vgpparks.eu) at the latest on 25 April 2013. The proxy's that were notified to the Company prior to the publication of a completed agenda, remain valid for the agenda items for which they were granted. Exception is made for agenda items for which new proposed resolutions have been submitted, in accordance with article 533ter of the Belgian Companies Code: in such case the proxy holder may deviate during the annual shareholders' meeting of the instructions of the shareholder granting the proxy, if the execution of such instructions would prejudice the interests of the shareholder. The proxy holder must inform the shareholder thereof. The proxy must indicate whether the proxy holder is authorised to vote on new agenda items or whether he should abstain from voting.

Right to ask questions

In accordance with Article 540 of the Belgian Companies Code and Article 29 of the articles of association, all shareholders are entitled, whether during the meeting or in writing before the meeting, to ask questions to the directors with respect to their report or the agenda items and to the auditor with respect to its report.

Questions asked in writing will only be answered if the relevant shareholder has fulfilled the formalities set out above to be admitted to the annual shareholders' meeting and if the written question has been received by the Company at the latest on 4 May 2013.

Written questions may be delivered to the Company by mail sent to the Company's registered office for the attention of Mr Dirk Stoop or by e-mail sent to dirk.stoop@vgpparks.eu.

Proxy

In accordance with article 25 of the articles of association, each shareholder may be represented at the shareholders' meeting by a proxy holder, who does not need to be a shareholder. Except in cases provided for in the law (article 547*bis*, §1, second indent of the Belgian Companies Code), a shareholder may only appoint one person as proxy holder for a particular shareholders' meeting.

Shareholders who so wish to be represented by proxy, are requested to use the model of proxy form (with voting instructions) that is available at the Company's registered office and on the Company's website under the tab "Investors - Shareholders Meetings" (www.vgpparks.eu).

Notification of the proxy to the Company must occur in writing, either by mail sent to the Company's registered office for the attention of Mr Dirk Stoop or by e-mail sent to dirk.stoop@vgpparks.eu.

The signed proxy form must in original be received by the Company at the Company's registered office at the latest on 4 May 2013.

Shareholders who wish to be represented by proxy, must have fulfilled the formalities set out above to be admitted to the annual shareholders' meeting (registration- and confirmation procedure).

Availability of the documents

In accordance with Article 535 of the Belgian Companies Code, the shareholders of the Company can, as of 9 April 2013, upon presentation of their security or of a certificate issued by a recognized account holder or a settlement institution certifying the number of dematerialized shares recorded in the name of the shareholder, obtain at the Company's registered office (Greenland – Burgemeester Etienne Demunterlaan 5, bus 4, 1090 Brussels (Jette)), free of charge, a copy of the documents and reports that relate to this meeting or that must be made available to them pursuant to law.

Requests to obtain copies, free of charge, may also in writing or electronically by mail or by e-mail for the attention of:

Mr Dirk Stoop
Telephone: +32 (0)2 737 74 05
Fax: +32 (0)2 737 74 04
E-mail: dirk.stoop@vgpparks.eu

All the relevant information with regard to the annual shareholders' meeting, including all of the aforementioned reports and documents, referred to in the items of the agenda of the annual shareholders' meeting, as well as the aforementioned proxy forms, are available on the website of the Company (www.vgpparks.eu) as of 9 April 2013.

The board of directors